

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Hardinge Inc., *et al.*,¹

Debtors.

)
) Chapter 11

)
) Case No. 24-11605 (JKS)

)
) (Jointly Administered)

)
) **Related Docket No. 35, 194, 217 and 241**

**NOTICE OF FILING OF PROPOSED ORDER (I) APPROVING THE SALE OF ALL OR
SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS,
CLAIMS, INTERESTS, AND ENCUMBRANCES, (II) AUTHORIZING THE DEBTORS
TO ENTER INTO AND PERFORM THEIR OBLIGATIONS UNDER THE ASSET
PURCHASE AGREEMENT AND RELATED DOCUMENTS, (III) APPROVING THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
AND UNEXPIRED LEASES IN CONNECTION THEREWITH, AND
(IV) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE THAT on July 29, 2024, the Debtors filed the *Debtors' Motion Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code for Entry of an Order (I) Approving the Bidding Procedures, Including the Debtors' Entry Into the Stalking Horse APA, the Sale Timeline, and the Form and Manner of Notice Thereof; (II) Approving the Debtors' (A) Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Liens Other Than Assumed Liabilities and (B) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to the Successful Bidder; and (III) Granting Related Relief* [Docket No. 35].

PLEASE TAKE FURTHER NOTICE THAT on August 21, 2024, the Court entered the *Order (I)(A) Approving Certain Bidding Procedures and the Form and Manner of Notice Thereof,*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Hardinge Inc. (0200); Ohio Tool Works, LLC (7569); Hardinge Technology Systems, Inc. (6427); Hardinge Grinding Group Inc. (6173); Forkardt Inc. (4671); Hardinge Ventures LLC (0586); and Kellenberger Swiss Grinding Machines, LLC (N/A). The Debtors' service address is One Hardinge Drive, Elmira, NY 14902-1507.

(B) Approving the Debtors' Entry into the Stalking Horse APA, (C) Approving the Form and Manner of Notice of the Sale Hearing; and (II) Granting Related Relief [Docket No. 194].

PLEASE TAKE FURTHER NOTICE THAT on August 23, 2024, the Debtors filed the *Notice of Filing of Asset Purchase Agreement* [Docket No. 217].

PLEASE TAKE FURTHER NOTICE THAT on September 6, 2024, the Debtors filed the *Notice of Filing of Proposed Order (I) Approving the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement and Related Documents, (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief* [Docket No. 241] ("**Sale Order**").

PLEASE TAKE FURTHER NOTICE THAT attached hereto as **Exhibit A** is a revised proposed form of *Order (I) Approving the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement and Related Documents, (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief* ("**Revised Sale Order**").

Attached as **Exhibit B** is a blackline of the Revised Sale Order against the Sale Order.

Dated: September 12, 2024
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

/s/Mark L. Desgrosseilliers

Robert A. Weber (No. 4013)
Mark L. Desgrosseilliers (No. 4083)
Hercules Plaza
1313 N. Market Street, Suite 5400
Wilmington, DE 19801
(302) 295-0196
weber@chipmanbrown.com
desgross@chipmanbrown.com

-and-

ROPES & GRAY LLP

Gregg M. Galardi (No. 2991)
Lindsay C. Barca (*admitted pro hac vice*)
1211 Avenue of the Americas
New York, New York 10036
Telephone: (212) 596-9000
Facsimile: (212) 596-9090
gregg.galardi@ropesgray.com
lindsay.barca@ropesgray.com

Counsel to the Debtors and Debtors in Possession